

Vert Rotors UK Limited (the “Company”)

Registered in Scotland No. SC441152

Companies Act 2006

Written Record of the Members’ Written Resolutions

On 21 July 2021, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company: -

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 143,678 ordinary shares of £0.01 each in the share capital of the Company; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 31st August 2021.
2. THAT, in accordance with section 551 of the Companies Act 2006, in addition to any existing shareholder authority in respect of employee share options, the directors of the Company be and are hereby generally authorised to allot up to 22,131 ordinary shares of £0.01 each in the share capital of the Company pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements established or otherwise entered into by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution 2 shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived and dis-applied in respect of any allotment of shares made pursuant to resolution 1 and resolution 2 above.
4. THAT the document attached be adopted as the new Articles of Association of the Company, in place of and to the exclusion of all other previous Articles of Association.

Kenny Mumford

Director for and on behalf of MBM Secretarial Services Limited
as company secretary of **VERT ROTORS UK LIMITED**

22 July 2021

Dated